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## Legislative Assembly of Ontario

Second Session, 41<sup>st</sup> Parliament

## Assemblée législative de l'Ontario

Deuxième session, 41<sup>e</sup> législature

# Official Report of Debates (Hansard)

Wednesday 7 December 2016

# Journal des débats (Hansard)

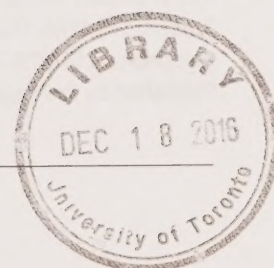
Mercredi 7 décembre 2016

**Standing Committee on  
Regulations and Private Bills**

**Comité permanent des  
règlements et des projets  
de loi d'intérêt privé**

Chair: Ted McMeekin  
Clerk: Christopher Tyrell

Président : Ted McMeekin  
Greffier : Christopher Tyrell



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## CONTENTS

Wednesday 7 December 2016

Computers Mean Business Inc. Act, 2016, Bill Pr54, Mr. Dong .....	T-67
Mr. Han Dong, MPP	
Mr. Constantine Tsantis	
Ranger Survey Systems Canada Inc. Act, 2016, Bill Pr55, Mr. Vanthof.....	T-68
Mr. John Vanthof, MPP	
Ms. Jessica Miedema	

1942

1942

1942

1942

1942



## LEGISLATIVE ASSEMBLY OF ONTARIO

## ASSEMBLÉE LÉGISLATIVE DE L'ONTARIO

STANDING COMMITTEE  
ON REGULATIONS  
AND PRIVATE BILLSCOMITÉ PERMANENT DES  
RÈGLEMENTS ET DES PROJETS DE LOI  
D'INTÉRÊT PRIVÉ

Wednesday 7 December 2016

Mercredi 7 décembre 2016

*The committee met at 0903 in committee room 1.*

**The Clerk of the Committee (Mr. Christopher Tyrell):** Good morning, honourable members. It is my duty to call upon you to elect an Acting Chair. Are there any nominations? Yes?

**M<sup>me</sup> Nathalie Des Rosiers:** I nominate MPP Soo Wong to take the chair.

**The Clerk of the Committee (Mr. Christopher Tyrell):** Are there any further nominations? There being no further nominations, I declare the nominations closed and Ms. Wong elected Acting Chair of the committee.

**Mr. Bill Walker:** You have our full support, Madam Chair.

**The Acting Chair (Ms. Soo Wong):** Thank you.

**Ms. Daiene Vernile:** For now.

**The Acting Chair (Ms. Soo Wong):** For now. We'll see how you behave.

The Standing Committee on Regulations and Private Bills will now come to order. We have two private bills on the agenda for consideration this morning.

COMPUTERS MEAN BUSINESS  
INC. ACT, 2016

Consideration of the following bill:

Bill Pr54, An Act to revive Computers Mean Business Inc.

**The Acting Chair (Ms. Soo Wong):** I'm going to introduce sponsor MPP Han Dong to introduce the applicants.

**Mr. Han Dong:** Thank you very much, Acting Chair. Good morning, members of the committee.

It's my pleasure to sponsor Bill Pr54, An Act to revive Computers Mean Business Inc. With us today is the representative of this corporation, Mr. Constantine Tsantis.

**Mr. Constantine Tsantis:** Good morning.

**The Acting Chair (Ms. Soo Wong):** Good morning.

**Mr. Han Dong:** I will turn the mike to Constantine to give us a brief introduction of this proposal.

**The Acting Chair (Ms. Soo Wong):** Before you begin, sir, can you identify yourself for the purposes of Hansard, please.

**Mr. Constantine Tsantis:** Yes. My name is Constantine Tsantis. I am counsel for the applicant.

**The Acting Chair (Ms. Soo Wong):** Welcome. You may begin.

**Mr. Constantine Tsantis:** Thank you. I'm here today to deal with the revival of the company Computers Mean Business Inc. The company was dissolved voluntarily in October 2007. At the time, it was an inactive company. It was dissolved to save administrative expenses related to annual filings and whatnot.

What was not recognized at the time was that the company owned a copyright in a computer software program. That copyright was not dealt with at the time that the company was dissolved. It was subsequently discovered that it was an oversight that needed to be addressed. That's why this matter has now been brought to the committee, to revive the company with a view to dealing with the copyright, and then the company will be dissolved again.

If you have any questions, I would be happy to entertain them.

**The Acting Chair (Ms. Soo Wong):** I'm going to turn to the opposition, Mr. Walker, for any questions.

**Mr. Bill Walker:** None for me.

**The Acting Chair (Ms. Soo Wong):** And Ms. Forster?

**Ms. Cindy Forster:** None.

**The Acting Chair (Ms. Soo Wong):** Okay, and the government side: Ms. Vernile?

**Ms. Daiene Vernile:** Just a quick question. Good morning.

**Mr. Constantine Tsantis:** Good morning.

**Ms. Daiene Vernile:** When you say that the company was dissolved for reasons of expenses, can you give a few more details?

**Mr. Constantine Tsantis:** It was a company that was inactive. It wasn't carrying on any business activities, so it was just sitting there on the shelf, so to speak. Of course, companies are required to file annual income tax returns. That generates an expense. So in view of the fact that the company was inactive, there was no need to continue with its existence. By dissolving the company, the expense of those annual returns would be saved. It was a cost-saving measure. That's why the company was dissolved at the time. It wasn't recognized that the company had this asset, this copyright, that needed to be dealt with. That's why we're here today.



**Ms. Daiene Vernile:** When you say “dealing with copyright,” what exactly does that entail? Is there any cost to you in that?

**Mr. Constantine Tsantis:** There’s no cost, no. It’s just a matter of transferring the copyright.

**Ms. Daiene Vernile:** Okay. Thank you.

**Mr. Constantine Tsantis:** Thank you.

**The Acting Chair (Ms. Soo Wong):** Are there any further questions before I go on? Okay.

I’m going to ask if there are any other interested parties in attendance. I see none.

I’m going to be calling for questions or comments from the committee members to the applicant. I don’t think the PA is here.

Are we ready for the vote? Okay.

Shall section 1 carry? Carried.

Shall section 2 be carried? Carried.

Shall section 3 be carried? Carried.

Shall the preamble be carried? Carried.

Shall the title be carried? Carried.

Shall the bill be carried? Carried.

Shall I report the bill to the House? Yes.

Thank you very much, sir. And thank you, MPP Dong.

**Mr. Constantine Tsantis:** Thank you all.

**Mr. Han Dong:** Thank you, Chair and members. I’ll see you upstairs.

#### RANGER SURVEY SYSTEMS CANADA INC. ACT, 2016

Consideration of the following bill:

Bill Pr55, An Act to revive Ranger Survey Systems Canada Inc.

**The Acting Chair (Ms. Soo Wong):** The next bill to present before us is Bill Pr55, An Act to revive Ranger Survey Systems Canada Inc. I believe the sponsor, MPP John Vanthof, is here. Good morning. Welcome.

**Mr. John Vanthof:** Good morning, Chair.

**The Acting Chair (Ms. Soo Wong):** I’m going to ask Mr. Vanthof to make any comments and then introduce his applicant.

**Mr. John Vanthof:** Thank you. I would like to introduce a bill, An Act to revive Ranger Survey Systems Canada Inc., and I’d like to introduce Jessica Miedema, who is a representative of the company.

**The Acting Chair (Ms. Soo Wong):** Good morning, and welcome.

**Ms. Jessica Miedema:** Good morning.

**The Acting Chair (Ms. Soo Wong):** I’m going to let you settle down. Before you begin, if you could introduce yourself for the purposes of Hansard, please.

**Ms. Jessica Miedema:** Sure. It’s Jessica Miedema. I’m a solicitor. I’m representing Peter Middleton, the applicant.

**The Acting Chair (Ms. Soo Wong):** Thank you. You may begin with your comments.

**Ms. Jessica Miedema:** As I just said, I’m representing Peter Middleton in his application for a private bill to revive Ranger Survey Systems Canada Inc. Ranger

Survey—I’ll just call it Ranger—was incorporated in June 2006. Its shareholders were the applicant, Peter Middleton, and his wife, Brenda Middleton. On incorporation, Peter was elected director together with the incorporator, Don Dupuis. Don Dupuis was a resident Canadian; Mr. Middleton was not.

**0910**

Ranger was in the business of selling and leasing drilling survey tools to businesses involved in the mining industry in northern Ontario. Peter had invested quite heavily in the venture, but the business had to be wound down after about nine years—a downturn in the mining sector. The business was wound down. Peter and his wife are residents of Australia, and when the Ranger business was wound down, the sole resident Canadian director resigned. Of course, a form 1 notice of change was filed with the companies and personal property security branch of the Ministry of Government Services, which then brought it to the ministry’s attention that there was no resident Canadian. Of course, that initiated a proceedings which culminated in the cancellation of Ranger’s certificate of incorporation, and that resulted in the dissolution of Ranger.

Prior to the cancellation of the certificate of incorporation, Ranger had listed its remaining property—real estate, of all things—located in Sturgeon Falls. It was listed for sale. An agreement of purchase and sale was entered into, and in the course of the due diligence involved in the sale of property, it came to the attention of the buyer that the seller was no longer an active corporation, and that’s when we got involved. The property would have reverted to the crown and, of course, that was a problem. The applicant didn’t appreciate how a lack of a Canadian resident might have led to this result.

The subject property is subject to two mortgages, one in favour of the Northern Ontario Heritage Fund Corp. and the second in favour of Economic Partners Sudbury East/West Nipissing Inc. I’m not sure if they’re crown corporations, but they’re agents of the Ontario government, I believe, in any case. There’s about \$125,000 outstanding on the first mortgage; \$72,000 outstanding on the second.

The balance of convenience, I think, is in favour of the revival of the corporation. It will allow for the smooth sale of the real estate and allow the two mortgages to be paid out in a smoother manner than if we had to go with the other procedural method.

We have a resident Canadian willing to stand as a director, Karl Veldkamp, who is the corporate counsel for Peter Middleton, so we can avoid having this problem happening again.

That basically sums up the situation.

**The Acting Chair (Ms. Soo Wong):** Thank you very much. I’m going to turn to Mr. Walker to begin this round of questions.

**Mr. Bill Walker:** Thanks for your information. That was great.

Just one point of clarification: Your section 118—is that the Canadian resident requirement that was in non-compliance?



**Ms. Jessica Miedema:** Yes—well, a subsection of that does deal with the residency requirement for corporations.

**Mr. Bill Walker:** And by doing it this way, I'm assuming you're saving a lot of other expense and litigation—

**Ms. Jessica Miedema:** Yes. It would avoid much expense of having to go the other way.

**Mr. Bill Walker:** Thank you very much.

**Ms. Jessica Miedema:** No problem.

**The Acting Chair (Ms. Soo Wong):** I'm going to turn to Ms. Forster.

**Ms. Cindy Forster:** No.

**The Acting Chair (Ms. Soo Wong):** Thank you. I'm going to turn to the government side. Any questions? Ms. Vernile.

**Ms. Daiene Vernile:** So you're trying to deal with the \$125,000 and the \$72,000. Once the sale occurs, how does that get resolved, then? Who is still liable if it doesn't work out smoothly?

**Ms. Jessica Miedema:** The applicant has guaranteed the loan, so he's personally on the hook, I suppose, if there's a shortfall or if they can't sell the property. I'm not quite sure I appreciate the question.

**Ms. Daiene Vernile:** If this does not get resolved to the satisfaction of the people involved, what happens?

**Ms. Jessica Miedema:** The satisfaction of this committee—the Legislature?

**Ms. Daiene Vernile:** In terms of the sale and resolving the debts.

**Ms. Jessica Miedema:** Well, the property should be worth enough to satisfy the debts, so we're not too worried about that. If there is a shortfall, then Mr. Middleton is personally on the hook for any shortfall because he has guaranteed the loans.

**Ms. Daiene Vernile:** Okay. Thank you.

**The Acting Chair (Ms. Soo Wong):** Are there any further questions? I'm going to ask: Are there any other interested parties in attendance? Seeing none, are we ready for the vote? Okay, we're ready, right? Silence is good.

Shall section 1 be carried? Carried.

Shall section 2 be carried? Carried.

Shall section 3 be carried? Carried.

Shall the preamble be carried? Carried.

Shall the title be carried? Carried.

Shall the bill be carried? Carried.

Shall I report the bill to the House? Agreed. Thank you.

Seeing no other business, I am going to adjourn the committee.

*The committee adjourned at 0915.*

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Ms. Cindy Forster (Welland ND)

Ms. Daiene Vernile (Kitchener Centre / Kitchener-Centre L)

### **Also taking part / Autres participants et participantes**

Mr. Han Dong (Trinity–Spadina L)

Mr. John Vanthof (Timiskaming–Cochrane ND)

### **Clerk / Greffier**

Mr. Christopher Tyrell

### **Staff / Personnel**

Ms. Catherine Oh, legislative counsel

